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*Counsel to the Liquidating Trustee*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----	x	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	
-----	:	Jointly Administered
	x	

**SECOND ORDER REGARDING LIQUIDATING TRUST'S FORTY-FIRST  
OMNIBUS OBJECTION TO LANDLORD CLAIMS  
(REDUCTION OF CERTAIN INVALID CLAIMS-MITIGATION)**

THIS MATTER having come before the Court<sup>1</sup> on the Liquidating Trust's Forty-First  
Omnibus Objection to Landlord Claims (Reduction of Certain Invalid Claims-Mitigation), (the

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

“Objection”), which requested, among other things, that the claims specifically identified on Exhibit B attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors’ estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is withdrawn, with prejudice, as to Claim 6619 of Northcliff Residual Parcel 4 LLC.
2. The Court will conduct a status conference on December 6, 2012 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
3. The Liquidating Trust’s rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
4. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2012

\_\_\_\_\_  
HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, Virginia 23219  
(804) 783-8300

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Andrew W. Caine, Esq.  
10100 Santa Monica Boulevard  
Los Angeles, California 90067-4100  
(310) 277-6910

- and -

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780 Third Avenue, 36<sup>th</sup> Floor  
New York, New York 10017  
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.  
Liquidating Trust*

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner

**In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)**  
**LIQUIDATING TRUST'S FORTY-FIRST OMNIBUS OBJECTION – EXHIBIT A**  
**OBJECTIONS ADJOURNED TO DECEMBER 6, 2012**

<b>Claim Number</b>	<b>Name Address</b>
12760	International Speedway Square Attn Mark A Bogdanowicz c o Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200
14511	Janaf Shops LLC Attn Adam K Keith Honigman Miller Schwartz & Cohn LLP 660 Woodward Ave 2290 First National Bldg Detroit, MI 48226-3506
13927	Jaren Associates No 4 Macerich Scottsdale Store No 3341 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
14477	Jefferson Mall Company II LLC c o Scott M Shaw Esq Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421
12564	Johnson City Crossing LP Laurance J Warco Sutherland Asbill & Brennan LLP 999 Peachtree St NE Atlanta, GA 30309-3996
12771	Jubilee Springdale LLC Attn Kimberly A Pierro Esq Kutak Rock LLP 1111 E Main St Ste 800 Richmond, VA 23219

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<b>Claim Number</b>	<b>Name Address</b>
7891	KC BENJAMIN REALTY LLC 10689 N PENNSYLVANIA ST C/O SANDOR DEVELOPMENT CO INDIANAPOLIS, IN 46280-1070
12420	Key Bank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202
12423	Key Bank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202
12399	KeyBank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer on behalf of Bank of America NA Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202
12161	KeyBank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer on behalf of Bank of America NA merger to LaSalle Bank NA as Trustee for Gregory A Cross Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202
12873	Kite Coral Springs LLC Attention Mark A Bogdanowicz c o Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200

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<b>Claim Number</b>	<b>Name Address</b>
1727	KOLO ENTERPRISES NKA KOLO ENTERPRISES LLP ATTN BOB LONDON 2931 PIEDMONT RD STE E ATLANTA, GA 30305
12707	KRG Market Street Village LP c o Ice Miller LLP Attn Mark A Bogdanowicz One American Sq Ste 2900 Indianapolis, IN 46282-0200
12448	La Habra Imperial LLC METRO POINTE RETAIL ASSOC 949 S COAST DR STE 600 COSTA MESA, CA 92626
12917	Laguna Gateway Phase 2 LP Attn John L Pappas c o Pappas Investments 2020 L St 5th Fl Sacramento, CA 95814
12918	Laguna Gateway Phase 2 LP Attn John L Pappas c o Pappas Investments 2020 L St 5th Fl Sacramento, CA 95814
13940	Lakewood Mall Shopping Center Company Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067

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<b>Claim Number</b>	<b>Name Address</b>
14664	Landover Landover Crossing LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498
3266	Landover Landover Crossing LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498
5993	M & M BERMAN ENTERPRISES Wayne R Terry Hemar Roussio & Heald LLP 15910 Ventura Blvd 12th Fl Encino, CA 90210
5992	M&M Berman Enterprises Wayne R Terry Hemar Roussio & Heald LLP 15910 Ventura Blvd 12th Fl Encino, CA 90210
14102	Macerich Vintage Faire Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
12693	Macerich Vintage Faire Limited Partnership Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067



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<b>Claim Number</b>	<b>Name Address</b>
12673	MAGNA TRUST COMPANY TRUSTEE C/O CIRCUIT CITY PARTNERSHIP 2144 S MACARTHUR BLVD SPRINGFIELD, IL 62704
12421	MAIN STREET AT EXTON LP 120 W GERMANTOWN PIKE STE 120 PLYMOUTH MEETING, PA 19462
14006	Mall Del Norte LLC c o Scott M Shaw Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421
6964	Mallview Plaza Company Ltd Attn Kathleen J Baginski c o Carnegie Management and Developme 27500 Detroit Rd Ste 300 Westlake, OH 44145
8611	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8622	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203

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**LIQUIDATING TRUST'S FORTY-FIRST OMNIBUS OBJECTION – EXHIBIT A  
OBJECTIONS ADJOURNED TO DECEMBER 6, 2012**

<b>Claim Number</b>	<b>Name Address</b>
8613	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8564	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8561	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
8620	Manufacturers & Traders Trust Company as Trustee c o Nancy George VP Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
12053	Manufacturers and Traders Trust Co as Trustee c o Nancy George Vice President Corporate Trust Dept 1 M&T Plaza 7th Fl Buffalo, NY 14203
11990	Marlton VF LLC c o Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652

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<b>Claim Number</b>	<b>Name Address</b>
12309	Mayfair MDCC Business Trust Thomas J Kelly Pedersen & Houpt PC 161 N Clark St Ste 3100 Chicago , IL 60601-3242
10023	MB Fabyan Randall Plaza Batavia c o Bert Bittourna Esq Inland Real Estate Group 2901 Butterfield Rd 3rd Fl Oak Brook, IL 60523
12744	MB Keene Monadnock LLC c o Bert Bittourna Esq Inland Real Estate Group 2901 Butterfield Rd 3rd Fl Oak Brook, IL 60523
9630	MD GSI ASSOCIATES LLC PO BOX 129 SHAWNEE MISSION, KS 66201
11775	Meridian Village LLC c o Suhrco Management Inc PO Box 34960 Seattle, WA 98124
12258	Midland Loan Services Inc c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201

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<b>Claim Number</b>	<b>Name Address</b>
8362	Midland Loan Services Inc Attn Josh Azinger 10851 Mastin Ste 300 Overland Park, KS 66210
12311	Midland Loan Services Inc c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201
8041	MK Kona Commons LLC Theodore DC Young Esq Cades Shutte LLP 1000 Bishop St Ste 1200 Honolulu, HI 96813
10265	Morgan Hill Retail Venture LP c o Browman Development Company 1556 Parkside Dr 2nd Fl Walnut Creek, CA 94596
12090	Morris Bethlehem Associates LP ta Southmont Center Bethlehem PA c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103-7599
12494	Morse Sembler Villages Partnership No 4 c o Heather D Dawson Esq Kitchens Kelley Gaynes PC Eleven Piedmont Ctr Ste 900 3495 Piedmont Rd NE Atlanta, GA 30305

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<b>Claim Number</b>	<b>Name Address</b>
12497	NAP Northpoint LLC Mr Greg Browne NAP Southeast Inc 7500 College Pkwy Ft Myers, FL 33907
7951	National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl Galveston, TX 77550
8136	National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl Galveston, TX 77550
12497	NAP Northpoint LLC Mr Greg Browne NAP Southeast Inc 7500 College Pkwy Ft Myers, FL 33907
7951	National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl Galveston, TX 77550
8136	National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl Galveston, TX 77550

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<b>Claim Number</b>	<b>Name Address</b>
12418	New River Properties LLC ATTN WOODROW W MARLOWE PO BOX 36 CLARKTON, NC 28433
8723	NORTH PLAINFIELD VF LLC C O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652
8978	Northglenn Retail LLC c o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002
12750	Norwalk Plaza Partners Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
14105	Norwalk Plaza Partners Watt Store No 427 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
12495	ORIX Capital Markets LLC c o Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202

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<b>Claim Number</b>	<b>Name Address</b>
12649	OTR Clairemont Square Attn Julia A Viskanta c o State Teachers Retirement System of 44 Montgomery St Ste 2388 San Francisco, CA 94104-4704
12650	OTR Clairemont Square Attn Julia A Viskanta c o State Teachers Retirement System of 44 Montgomery St Ste 2388 San Francisco, CA 94104-4704
9086	P A ACADIA PELHAM MANOR LLC ATTN DANIEL J ANSELL GREENBERG TRAURIG LLP 200 PARK AVE NEW YORK, NY 10166
12667	Palm Springs Mile Associates Ltd Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12757	Palmetto Investors LLC C O NIFONG REALTY INC 2181 S ONEIDA ST STE 1 GREEN BAY, WI 54304
7999	Pan Am Equities Inc DAVID IWANIER 18 EAST 50TH ST 10TH FLOOR NEW YORK, NY 10022

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<b>Claim Number</b>	<b>Name Address</b>
8618	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
11752	Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
8079	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
12615	Park National Bank 50 N 3rd St PO Box 3500 Newark, OH 43058-3500
11753	Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
11749	Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011



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<b>Claim Number</b>	<b>Name Address</b>
11750	Park National Bank Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 Roanoke, VA 24011
9009	Park National Bank as assignee of rents under Henrico County Virginia Deed of Lease with CK Richmond Business Attn Richard C Maxwell Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
8947	Park National Bank as Assignee of Rents Under the Columbus Georgia Lease with Circuit Investors No 2 Ltd Attn Richard C Maxwell c o Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24038-4125
9000	Park National Bank as assignee of rents under the Duncanville Texas Lease with Circuit Investors No 2 Ltd Attn Richard C Maxwell Woods Rogers PLC 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011
12201	Parkdale Mall Associates LP c o Scott M Shaw Esq Husch Blackwell Sanders LP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421
5958	Parkway Center East LLC Parkway Centre East LLC c o Continental Real Estate Co 35 N 4th St Ste 400 Columbus, OH 43215

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<b>Claim Number</b>	<b>Name Address</b>
12704	Pembroke Crossing Ltd Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
7728	Plantation Point Development LLC Cypress c o Lyndel Anne Mason Cavazos Hendricks Poirot & Smitham PC 900 Jackson St Ste 570 Dallas, TX 75202
14103	Plaza at Jordan Landing LLC Macerich Store No 3353 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
12524	PrattCenter LLC Amy Pritchard Williams Esq K&L Gates LLP Hearst Tower 47th Fl 214 N Tryon St Charlotte, NC 28202
12382	Principal Life Insurance Company fka Principal Mutual Life Insurance Company Dennis D Ballard Esq Principal Life Insurance Company 801 Grand Des Moines, IA 50392
6081	Ramco JW LLC David M Blau Esq Kupelian Ormond & Magy PC 25800 Northwestern Hwy Ste 950 Southfield, MI 48075

**In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)**

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<b>Claim Number</b>	<b>Name Address</b>
12137	Ramco West Oaks I LLC David M Blau Esq Kupelian Ormond & Magy PC 25800 Northwestern Hwy Ste 950 Southfield, MI 48075
8988	Raymond & Main Retail LLC c o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002
8985	Raymond & Main Retail LLC c o William A Trey Wood III Bracewell & Giuliani LLP 711 Louisiana St Ste 2300 Houston, TX 77002
12797	RC CA Santa Barbara LLC Attn James S Carr Esq & Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
8749	RD Bloomfield Associates Limited Partnership Attn David J Ansell Greenberg Traurig LLP 200 Park Ave New York, NY 10166
5262	Rebs Muskegon LLC Pelkar Muskegon LLC and Faram Muskegon LLC as Tenants in Common David M Blau Esq Kupelian Ormond & Magy PC 25800 Northwestern Hwy Ste 950 Southfield, MI 48075

**In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)**

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<b>Claim Number</b>	<b>Name Address</b>
12404	REDTREE PROPERTIES LP PO BOX 1041 SANTA CRUZ, CA 95061
12794	Regency Centers LP Attn James S Carr Esq & Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
7828	Rio Associates Limited Partnership c o David D Hopper Esq 4551 Cox Rd Ste 210 Glen Allen, VA 23060
9511	Riverside Towne Center No 1 Watt Store No 426 Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl Los Angeles, CA 90067
12593	RLV Village Plaza LP David M Blau Esq Kupelian Ormond & Magy PC 25800 Northwestern Hwy Ste 950 Southfield, MI 48075
12499	RLV Vista Plaza LP Davis M Blau Esq Kupelian Ormond & Magy PC 25800 Northwestern Hwy Ste 950 Southfield, MI 48075

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<b>Claim Number</b>	<b>Name Address</b>
12671	Rockwall Crossings Ltd Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
9951	Ronald Benderson Randall Benderson and David H Baldauf Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178
12469	Ronald Benderson Trust 1995 Attn James S Carr Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12424	Ronus Meyerland Plaza LP Laurance J Warco Sutherland Asbill & Brennan LLP 999 Peachtree St NE Atlanta, GA 30309-3996
12339	Rossmoor Shops LLC c o Capital Sources, LLC One University Plaza, Ste 312 Hackensack, NJ 07601
14104	RREEF America REIT II Corp Crossroads Thomas J Leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067

**In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)**  
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<b>Claim Number</b>	<b>Name Address</b>
12315	Sacco of Maine LLC c o Angelo Petraglia 158 11 Riverside Dr Whitestone, NY 11357
8635	Safeway Inc c o David Newby Johnson & Newby LLC 39 S LaSalle St Ste 820 Chicago, IL 60603
12212	Sangertown Square LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498
12510	Saugus Plaza Associates Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
14704	Saugus Plaza Associates Attn James S Carr Esq & Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178
12353	Save Mart Supermarkets a California Corporation c o Paul S Bliley Jr Save Mart Supermarkets Williams Mullen Clark & Dobbins PC PO Box 1320 Richmond, VA 23218-1320

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<b>Claim Number</b>	<b>Name Address</b>
12751	Sawmill Plaza Place Associates Thomas J leanse Esq c o Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067
9178	Schiffman Circuit Props Matthew W Grimshaw Rutan & Tucker LLP 611 Anton Blvd Ste 1400 Costa Mesa, CA 92626
9180	Schiffman Circuit Props Matthew W Grimshaw Rutan & Tucker LLP 611 Anton Blvd Ste 1400 Costa Mesa, CA 92626